

Rosenberg Jonathan J  
 Form 4  
 November 05, 2010

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Rosenberg Jonathan J

2. Issuer Name and Ticker or Trading Symbol  
 Google Inc. [GOOG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 C/O GOOGLE INC., 1600  
 AMPHITHEATRE PARKWAY

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 11/03/2010

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 SVP Prod. Mgmt.

(Street)  
 MOUNTAIN VIEW, CA 94043

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |  |
| Class A Common Stock            | 11/03/2010                           |  | C                              | 240 A \$ 0  | 2,708   | D  |  |
| Class A Common Stock            | 11/03/2010                           |  | G V                            | 240 D \$ 0  | 2,468   | D  |  |
| Class A Common Stock            | 11/03/2010                           |  | G V                            | 240 A \$ 0  | 30,008  | I  | By Trust                                   |
| Class A Common                  | 11/03/2010                           |  | S                              | 140 D \$ 616.78   | 29,868  | I  | By Trust                                   |

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|                            |            |     |     |   |              |        |   |          |  |
|----------------------------|------------|-----|-----|---|--------------|--------|---|----------|--|
| Stock                      |            |     |     |   |              |        |   |          |  |
| Class A<br>Common<br>Stock | 11/03/2010 | S   | 100 | D | \$ 617.5     | 29,768 | I | By Trust |  |
| Class A<br>Common<br>Stock | 11/04/2010 | C   | 240 | A | \$ 0         | 2,708  | D |          |  |
| Class A<br>Common<br>Stock | 11/04/2010 | G V | 240 | D | \$ 0         | 2,468  | D |          |  |
| Class A<br>Common<br>Stock | 11/04/2010 | G V | 240 | A | \$ 0         | 30,008 | I | By Trust |  |
| Class A<br>Common<br>Stock | 11/04/2010 | S   | 15  | D | \$ 624       | 29,993 | I | By Trust |  |
| Class A<br>Common<br>Stock | 11/04/2010 | S   | 27  | D | \$<br>624.07 | 29,966 | I | By Trust |  |
| Class A<br>Common<br>Stock | 11/04/2010 | S   | 3   | D | \$<br>624.11 | 29,963 | I | By Trust |  |
| Class A<br>Common<br>Stock | 11/04/2010 | S   | 5   | D | \$ 624.2     | 29,958 | I | By Trust |  |
| Class A<br>Common<br>Stock | 11/04/2010 | S   | 30  | D | \$ 624.5     | 29,928 | I | By Trust |  |
| Class A<br>Common<br>Stock | 11/04/2010 | S   | 20  | D | \$<br>624.51 | 29,908 | I | By Trust |  |
| Class A<br>Common<br>Stock | 11/04/2010 | S   | 5   | D | \$ 624.6     | 29,903 | I | By Trust |  |
| Class A<br>Common<br>Stock | 11/04/2010 | S   | 20  | D | \$<br>624.62 | 29,883 | I | By Trust |  |
| Class A<br>Common<br>Stock | 11/04/2010 | S   | 5   | D | \$ 624.7     | 29,878 | I | By Trust |  |
| Class A<br>Common<br>Stock | 11/04/2010 | S   | 10  | D | \$<br>624.75 | 29,868 | I | By Trust |  |

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|                            |            |  |   |    |   |          |        |   |          |
|----------------------------|------------|--|---|----|---|----------|--------|---|----------|
| Class A<br>Common<br>Stock | 11/04/2010 |  | S | 10 | D | \$ 624.8 | 29,858 | I | By Trust |
| Class A<br>Common<br>Stock | 11/04/2010 |  | S | 75 | D | \$ 625   | 29,783 | I | By Trust |
| Class A<br>Common<br>Stock | 11/04/2010 |  | S | 5  | D | \$ 626.8 | 29,778 | I | By Trust |
| Class A<br>Common<br>Stock | 11/04/2010 |  | S | 5  | D | \$ 628   | 29,773 | I | By Trust |
| Class A<br>Common<br>Stock | 11/04/2010 |  | S | 5  | D | \$ 629   | 29,768 | I | By Trust |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Option To Purchase Class B Common Stock    | \$ 5   | 11/03/2010                           |  | M                              | 240   | <u>(1)</u> 07/18/2013                                    | Class B Common Stock  | 240                           |
| Class B Common Stock                       | \$ 0   | 11/03/2010                           |  | M                              | 240   | <u>(2)</u> <u>(3)</u>                                    | Class A Common Stock  | 240                           |

|  |      |            |   |     |     |            |                            |     |
|--|------|------------|---|-----|-----|------------|----------------------------|-----|
| Class B<br>Common<br>Stock                             | \$ 0 | 11/03/2010 | C | 240 | (2) | (3)        | Class A<br>Common<br>Stock | 240 |
| Option<br>To<br>Purchase<br>Class B<br>Common<br>Stock | \$ 5 | 11/04/2010 | M | 240 | (1) | 07/18/2013 | Class B<br>Common<br>Stock | 240 |
| Class B<br>Common<br>Stock                             | \$ 0 | 11/04/2010 | M | 240 | (2) | (3)        | Class A<br>Common<br>Stock | 240 |
| Class B<br>Common<br>Stock                             | \$ 0 | 11/04/2010 | C | 240 | (2) | (3)        | Class A<br>Common<br>Stock | 240 |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                 |       |
|---|---------------|-----------|-----------------|-------|
|   | Director      | 10% Owner | Officer         | Other |
| Rosenberg Jonathan J<br>C/O GOOGLE INC.<br>1600 AMPHITHEATRE PARKWAY<br>MOUNTAIN VIEW, CA 94043 |               |           | SVP Prod. Mgmt. |       |

## Signatures

/s/ Jonathan Frankel, attorney-in-fact for Jonathan J. Rosenberg  
11/05/2010

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).  
Shares subject to this option will begin vesting on February 26, 2006 and will vest as follows: (i) 15 percent on the one year anniversary of the vesting commencement date, (ii) 17.5 percent in the second year of vesting, (iii) 20 percent in the third year of vesting, (iv) 22.5 percent in the fourth year of vesting, and (v) 25 percent in the fifth year of vesting; provided that shares vesting in each of the years following the one year anniversary of the vesting commencement date will vest in the respective amounts described above ratably at the end of each month.
- (1) All shares are exercisable as of the transaction date.
- (2) There is no expiration date for the Google Inc.'s Class B Common Stock.

### Remarks:

This form is one of two Form 4s filed on November 5, 2010 for transactions effected by the Reporting Person on November 3,

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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